

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(EASTERN DIVISION)

|                               |   |                        |
|-------------------------------|---|------------------------|
| _____                         | ) |                        |
| In re:                        | ) |                        |
|                               | ) | Chapter 11             |
| QUINCY MEDICAL CENTER, INC.,  | ) |                        |
| QMC ED PHYSICIANS, INC.,      | ) | Case No. 11-16394-MSH  |
| QUINCY PHYSICIAN CORPORATION, | ) |                        |
|                               | ) | (Jointly Administered) |
| Debtors.                      | ) |                        |
| _____                         | ) |                        |

**DEBTORS' CERTIFICATION AND REQUEST FOR APPROVAL  
OF WINNING BIDDER AS TO ALL ASSETS OTHER THAN QED SHARES**

Quincy Medical Center, Inc., QMC ED Physicians, Inc. and Quincy Physician Corporation (the "Debtors" or the "Company"), by and through undersigned counsel, certify that no competing bids were received by the Company under the sale procedures (the "Sale Procedures") established by this Court's order entered July 19, 2011 [Docket No. 105] (the "Sale Procedures Order"), other than the competing bid to acquire the QED Shares<sup>1</sup> that is the subject of a separate certification filed concurrently herewith, and that accordingly, the Company in consultation with U.S. Bank, National Association, as Indenture Trustee for the Company's 2008 MHEFA bond issuance, and the Official Committee of Unsecured Creditors of the Company, has designated Steward Medical Holdings Subsidiary Five, Inc. ("Steward") as the "Winning Bidder" to purchase the Hospital and other assets that are the subject of the Sale Motion (other than the QED Shares), and requests that this Court approve the Company's designation of the Winning Bidder and authorize the Company to provide notice to non-Company parties to the Assigned Agreements designated in accordance with the APA of the Company's proposed assumption and assignment of the Assigned Agreements to Steward

<sup>1</sup> Capitalized terms used and not defined herein shall have the meanings ascribed to such terms in the Sale Procedures Order and the Sale Procedures.

incident to closing of the Proposed Sale, such notice to be provided in substantially the form previously approved by this Court pursuant to the Sale Procedures Order.

By this designation, the Debtors do not seek approval of the Proposed Sale or of any element thereof, and all parties' rights with respect to this Court's consideration of the Sale Motion and approval of the Proposed Sale, including without limitation the Company's proposed assumption and assignment of any Assigned Agreement, should be reserved, to be asserted in accordance with the Sale Procedures Order, the Sale Notice, and the notice to be provided of the Company's proposed assumption and assignment of the Assigned Agreements.

Dated: August 16, 2011

QUINCY MEDICAL CENTER, INC.  
QMC ED PHYSICIANS, INC.  
QUINCY PHYSICIAN CORPORATION  
By their attorneys,

/s/ John T. Morrier  
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Exhibit A

**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MASSACHUSETTS  
(EASTERN DIVISION)

|                               |   |                        |
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|                               | ) |                        |
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| QUINCY PHYSICIAN CORPORATION, | ) |                        |
|                               | ) | (Jointly Administered) |
| Debtors.                      | ) |                        |
|                               | ) |                        |

**ORDER APPROVING WINNING BIDDER  
AS TO ALL ASSETS OTHER THAN QED SHARES**

Upon consideration of the Debtors' Certification and Request for Approval of Winning Bidder As To All Assets Other Than QED Shares (the "Certification and Request") filed by Quincy Medical Center, Inc. ("QMC"), QMC ED Physicians, Inc. ("QED") and Quincy Physician Corporation ("QPC" and, with QMC and QED, the "Debtors" or the "Company"); and after due deliberation and sufficient cause appearing therefor, it is hereby

**ORDERED** that:

1. The Certification and Request is granted, and the Company's designation of Steward Medical Holdings Subsidiary Five, Inc. ("Steward") as the Winning Bidder for all of the Assets other than the QED Shares is approved.
2. The Company is authorized to provide notice to non-Company parties to the Assigned Agreements designated in accordance with the APA of the Company's proposed assumption and assignment of the Assigned Agreements to Steward incident to closing of the Proposed Sale, such notice to be provided in substantially the form previously approved by this Court pursuant to the Sale Procedures Order.

3. This Order shall not constitute approval of the Proposed Sale or of any element thereof, and all parties' rights with respect to this Court's consideration of the Sale Motion and approval of the Proposed Sale, including without limitation the Company's proposed assumption and assignment of any Assigned Agreement, are reserved and may be asserted in accordance with the Sale Procedures Order, the Sale Notice, and the notice to be provided of the Company's proposed assumption and assignment of the Assigned Agreements, are reserved.

Dated: August \_\_\_\_, 2011

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Honorable Melvin S. Hoffman  
United States Bankruptcy Judge